

EXHIBIT

Riley 21
SH0190 OF

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U.S. V. CHARLES GEORGE 16MARCH
NAME Olin
CIV# SIRL

JCG078



TO D. R. Vaughn AT DATE November 12, 1980
 FROM J. M. Jackson, Jr. AT Stamford COPY TO R. D. Bradford
 SUBJECT WILIMINGTON PLANT/REQUIRED NOTICE TO STEPAN G. C. King
CONCERNING ACTION TO CORRECT ENVIRONMENTAL PROBLEMS J. Margherio
 R. McBrien ✓
 V. Norwood
 M. Sokolowski

Over the last week or two, we have talked generally about the possibility of having to take action concerning the presence of wastes at the Wilmington plant. At least some of these wastes may not have been disclosed by Stepan as required by the August 3, 1980 Agreement of Purchase and Sale.

As you know, if Olin incurs costs or expenses "on account of the presence of wastes, other than Disclosed Wastes, deposited on or in the real property conveyed...prior to the Closing, [Stepan] shall share such Costs...." (See, Section 11.04 of the Agreement.)

During the first year after the Closing, Olin is obligated to pay the first \$100,000 of "Costs" incurred because of the presence of undisclosed wastes. Thereafter, Olin and Stepan are obligated to share such costs on a 50-50 basis. Stepan's maximum liability, however, is limited to \$5.5MM.

During the course of negotiating the environmental risk-sharing provisions, Stepan expressed the concern that Olin might spend more than it really had to to correct environmental problems and, in fact, would be encouraged to do so at some point because Stepan would be paying 50% of the costs. Consequently, Stepan insisted upon, and we reluctantly agreed to, the following as a post closing covenant:

"15.02(A) In the event Buyer intends to incur Costs to be shared by Seller under Section 11.04 on account of the presence of wastes, other than disclosed wastes, or "costs and expenses" under Section 3.05 to be borne by Seller, involving a modification, expansion, alteration or addition to the Plant, Buyer agrees to notify Seller of such intention thirty (30) days prior to the commencement of such modification, expansion or addition and to give Seller reasonable access to all plans related thereto. In the event that Buyer and Seller are unable to agree within sixty (60) days of the above notice on the amount of "costs and expenses" to be borne by Seller necessary to cause operations to be in compliance by Seller under Section 11.04 necessary to make a modification, expansion, alteration or addition as set forth above, then the parties hereto agree to refer such disagreement to immediate arbitration under the rules of the American Arbitration Association and such arbitration shall be final and binding."

WHY FILE THIS COPY? IF YOU MUST RETAIN IT, SPECIFY A DEFINITE RETENTION PERIOD: ONE YEAR OTHER

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U.S. V. CHARLES GEORGE MARSH
NAME OLIN
AC
CO# SIRI

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Remaining Stegan Wastes
Presently After Rollin Shipment 12/8

2-3, off spec	2	2
Tonyl Phenol	7	0
Lastic Oil, TP	4	0
Diallylamine	1	0
Cyclohexanol	1	0
Benzene	1	0
2 PEG 400	2	0
KR-34	25	25
YEA	1	1
OH	2	0
AcetAP	5	0
Deetac	2	2
NAKON 10	10	0
GTR-1, 2, EV-II	4	4
ATA Suprigs	3	3
Wtfer Solids	5	5
DBSH SD (DOP)	4	3
Ca Stearate	1	1
ADP-F	3	0
Wtfer, Dope Dist	3	46
	83	
 BHT 84910	3	3
RN CSD	3	3
Project/ctns	1	1
PMIC-06	5	5
Kap/DOP disp	34	34
	129.	92

NOTE: J Margherio
informed 129 remaining
13 Blowing agen
0 Phosphite
116 Others
129 Total

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U.S. V. CHARLES GEORGE 16MAR88
NAME ID#
CO# SMC

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9/21/82

Stepan Waste
for Disposal

Mat#	No. Drums	1	2	3	4	5
R-3, off-spec	8					
Nonylphenol, recd.	7					
Waste oil Tolu PHT	4					
Diallylglycine	1					
Cyclohexanol	1					
Benzene	1					
Hexane	1					
Wytex, sand	28					
W-345 hydrolyzed	30					
Aftafac XR-34	25					
Monochloro 1,4-naph	1					
PEG 400	2					
Synthetic methanol	2					
W-PAP	5					
Dactac	1					
MAKON 10	10					
GTR-1, STR-3, EV-2	23					
Nitropure ATA Sups	3					
RIA CS	4					
W-438/PAP sub	7					
OBSH-SD (me)	4					
Calcium stearate	1					
Wytex Specydrat	2					
Wytex ADP-F	3					
MAT E4910	3					
Newco Productskharab	3					
PMC-06	1					
Kompozit Dap 720	5					
Unidentified	15					
Total	259					
Other chemical waste	150					

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U.S. V. CHARLES GEORGE 16MARCH
NAME DOLIN
COT SIRI

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1/28/83 by JM

Stepan drums left

Hexane ① Wytor sand ② - ⑤ ?

Actafan XR-34 ② ④ X Wytor 320 ① X

Peg. 400 ① X ~~the oil put~~ ⑦

MAT 84910 ③ X mixture polyisobutene ④
pails ⑥

monoethanolamine ① unidentified 34

① OBSH - 50 ④ X

mixture drums ③
approx 403-405

drums of
Stepan
mat/
remaining
for disposal

100 total

Actfan R-3 ② ② X

Paraffin ① X

Mixed for shipment
Expect to ~~get~~ 223 drums
end up w/ ~~223~~ after absorbent added

Wytor - Kenore ①

Average
cost

Kenore - Dex Disp ④ X

per drum
after
mixing
total
223
drums

OTR-1, GIKS ④

Dexar ① X

= \$47.00 per
which includes
5% tax

WASTE/HAZARDOUS WASTE

OLIN CONT.

DRUM #

TOTAL DRUM

OLIN

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DOP contaminated Booms	OW-101		
JP dispersion drain	OW-102		
Actafoam off-spec R-3	OW-103		
Recovered nonylphenol	OW-104		
T.P. Skimmings	OW-105	45-54, 58, 97-103, 234-436 674-677 + 1 (T.P.)	26
Paraformaldehyde + H ₂ O etc.	OW-106		U
DOP's Nytox, dirt	OW-107		
Used acid filters	OW-108		
Contaminated, dirt, oil, etc.	OW-109	678	1
Waste Diallylamine	OW-110		
Adipic Dihydrazide	OW-111		
Cyclohexanol	OW-112		
Benzene	OW-113		
Hexane	OW-114		
Phenol	OW-115		
Spent solvent (methanol/n-butanol)	OW-116	107-113, 207, 208	9
Potassium Stearate	OW-117		
Nytox, floor sweepings, PAP, sand	OW-118		

U.S. V. CHARLES GEORGE MARRE
NAME - Olin
CD# - SMC

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TOTAL = 150

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U.S. V. CHARLES GEORGE 16MAR88
NAME: BLUR

CO# SUR₁

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<u>STE/HAZARDOUS WASTE</u>	<u>OLIN CONT.</u>	<u>DRUM #</u>	<u>TOTAL DRUM</u>
ore floor sweeping, dirt	CR-119		
EPH sweepings	CR-120		
Asbestos (insulation)	CR-121		
Sodium Azide liners	CR-122		
Wytox 345	CR-123		
Kempore SDA 200	CR-124		
Actafoam XR-34	CR-125		
Isopropanolamine	CR-126		
Methanolamine	CR-127		
PEG 400	CR-128		
Glycerine monoleate	CR-129		
Synthetic Methanol	CR-130		
Wytox PAP	CR-131		
DEETAC	CR-132		
MAXON 10	CR-133		
Lagoon #1 Clean-up (Kempore, sand, water, etc.)	CR-134		

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NAME Olin
COT# sin#

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E/HAZARDOUS WASTE

	<u>OLIN CONT.</u>	<u>DRUM</u>	<u>TOTAL DRUM</u>
Benzonitrile/H ₂ O, Butanol	OW-135	199	
Kempore sweepings .. (GTR-1, GTR-3, EV-2)	AT-136		
Kempore sweepings (Kem. FF, Kemp. MC)	AT-137		
Nitropore ATA F. Swps.	AT-138	C	
RIA-CS	AT-139		
Wytox 438-s/Wytox PAP-S	AT-140		
PCBS - Transformer	AT-141		
DESH-SD	OW-142		
Calcium Stearate	AT-143		
Kempore/711 Dispersion	AT-144	44,455,456,732	4..
Wytox, Opx, Kempore, Fl. Swps, stones, dirt	AT-145		
Gravel/sand contaminated with organics, (Plt. B tk. farm)	AT-146	418 5 422 + 3 (Plt. B)	8
T.P. Sump sludge sewer MH	AT-147	476 76 551	7.6
Wytox ADP-F (cyanox flakes) (Diocetyl diphenylamine)	AT-148		89

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U.S. V. CHARLES GEORGE 16MARE88
NAME OLG
CO# SIRI

NON-CSD WASTES

OLG

1. OIL, H₂O, DIRT (MAINT) 679-693¹⁵

15

2. BOILER HOUSE (APPROX)
(WATER TREATMENT)

10

25

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NAME OLN
CO# SWI

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WASTE/HAZARDOUS WASTE

OLIN CONT. # DRUM # TOTAL DRUM

contaminated Booms

ON-101

STEPAN

ON-102

Actafoam off-spec R-3
ON-103 10,296 299,311,449,450 8

Recovered nonylphenol
ON-104 13,719 7

T.P. Skimmings
ON-105 22,23 4

Parafomaldehyde + H₂O etc.

ON-106

DOP's Wytox, dirt

ON-107

Used acid filters

ON-108

Laminated, dirt, oil, etc.

ON-109

Ste Diallylamine

ON-110 30 1

Adipic Dihydrazide

ON-111

Cyclohexanol

ON-112 31 1

Benzene

ON-113 32 2

Hexane

ON-114 33 2

Phenol

ON-115

Spent solvent (methanol/n-butanol) ON-116

Potassium Stearate

ON-117

Wytox, floor sweepings, PAP, sand
ON-118 412,702-705,717-727
457,466

28

51

TOTAL - 259

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U.S. V. CHARLES GEORGE LEMARRE
NAME
OLIN
COMPANY
CO#
S/N#

J C G 078

<u>RE/HAZARDOUS WASTE</u>	<u>OLIN CONT.</u>	<u>DRUM #</u>	<u>TOTAL DRUM</u>
empty floor sweeping, dirt	OW-119		<u>STP.</u>
PH sweepings	OW-120		
asbestos (insulation)	OW-121		
odium Azide liners	OW-322		
ytox 345	OW-123	<u>253 - 286, 315, 316, 322, 328</u>	<u>38</u>
empty SDA 200	OW-124		
stafoam XR-34	OW-125	<u>226 - 246 (Plus Pails 4)</u>	<u>25</u>
copropanolamine	OW-126		
methanolamine	OW-127	<u>317</u>	<u>1</u>
EG 400	OW-128	<u>247, 248</u>	<u>2</u>
Glycerine monooleate	OW-129		
Synthetic Methanol	OW-130	<u>328, 321</u>	<u>2</u>
ytox PMP	OW-131	<u>304 - 307, 454</u>	<u>5</u>
DEEDAC	OW-132	<u>700</u>	<u>1</u>
MAGON 10	OW-133	<u>287 - 295, 412</u>	<u>10</u>
Lagoon #1 Clean-up (soil, sand, water, etc.)	OW-134		<u>84</u>

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U.S. V. CHARLES GEORGE 16MARS88
NAME DR#
COT# SING#

STP.

TE/HAZARDOUS WASTE

	<u>OLDN CONT.</u>	<u>DRUM #</u>	<u>TOTAL DRUM</u>
Benzonitrile/H ₂ O, Butanol	ON-135		
Kempore sweepings (GTR-1, GTR-3, EV-2)	AT-136 423-425, 556-621, 696-699	66	73
Kempore sweepings (Kem. FF, Kem. MC)	AT-137		
Nitropore ATA F. Swps.	AT-138 445, 447, 448	4	3
XIA-CS	AT-139 392-395	4	
Wytox 438-s/Wytox PAP-S	AT-140 407-409, 413, 426, 694, 731	7	
PCBS - Transformer	AT-141		
CASH-SD (20P)	AT-142 323-326	4	
Calcium Stearate	AT-143 398		1
Kempore/711 Dispersion	AT-144		
Wytox, Opx, Kempore, Fl. Swps; dirt	AT-145 444, 446	2	
Gravel/sand contaminated with organics, (Plt. B tk. farm)	AT-146		
T.P. Sludge sewer MB	AT-147		
Wytox ADP-F (cyanox flakes) (Diocetyl diphenylamine)	AT-148 427, 429, 430	3	97

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STR.

NON-CSD WASTES.

MAT 84910

308-310

U.S. V. CHARLES GEORGE 16MAR88
NAME: BLIN
COM: SUR

1. PRODUCTS/CHEMICALS 403 ³ 405
(MIXTURE)

3

3

1

5

3. PMC-OG 428

15

4. KEMP-DOP DISP. 552-⁴555,622.
(SUPERNATANT) (KEMP, DOP ACTAFORM R-3)

27

- UN-IDENTIFIED DRUMS (APPROX.)

JCG078



SHIPMENT DATE: Apr. 15, 1982

CODE	CSD. DW#	MATERIAL	STEPAN (NO. OF DRUMS)	COST \$/DRUM	TOTAL COST
634.AL	118	WYCOR, PI.SUP., ETC.	27	35	945
					Transport 1648
					Total \$ 2593
					Total 1982 \$ 13457

msay-20-m
9/16/82

ELB

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NAME - U.S. V. CHARLES GEORGE - 16MARR8
CO# - - - - -
SER# - - - - -

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SHIPMENT DATE: Aug. 13, 1982.

CODE	CSD. DW #	MATERIAL	STEFAN (NO. OF DRUMS)	COST \$/DRUM	TOTAL COST \$
634-AE	106	Waste Paraformaldehyde Sand etc.	5	35	175
634-K	109	Dirt cont'd with Oil	3	35	105
634-NK	117	Potassium Stearate (Waste.)	4	35	140
634-AL	118	Wytex. Dirt etc Flswp.	20	35	700
634-W	119	Kemp. Fe. Swp. Dib. H ₂ O	15	35	525
					<u>1645</u>
					<u>1648</u>
				Transport:	
					<u>Total \$ 3293</u>

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NAME: U.S. V. CHARLES GEDRGE 16MARR8
CO# : SW5
SIN# :

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R.M. 11-1-KG.

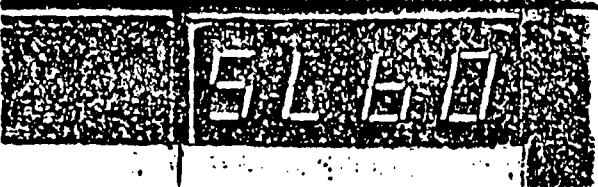
SHIPMENT DATE: Aug. 23, 1982

CODE	CSD. DW #	MATERIAL	STEPAN (NO. OF DRUMS)	COST \$/DRUM	TOTAL COST
634-L	102	Kemp/DOP dispersion	2	35	70
634-R	107	DOP, WyTox, Dint	11	35	385
634-T	115	Waste, Phenol	2	125	250
634-AT	124	SDA 200 (Kemp/DOP)	34	35	1190
634-AR	126	Waste, Triisopropylamine	2	35	70
634-AM	129	Waste Glycerin mono-Oleate	3	35	105
					<u>2070</u>
			Transfer.	1648	FULL LOAD
				Total, \$	<u>3718</u>

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NAME - D.L.: U.S. V. CHARLES GEORGE LIMARRA
CO# - SIVS

JCG078



P-4

SHIPMENT DATE: Sep. 16, 1982

CODE	CSD. DW #	MATERIAL	STEPS/IN (NO. OF DRUMS)	COST \$/DRUM	TOTAL COST
634-L	102	Kemp/DOP Dispersione	4	35	140
634-AL	118	Wytex, Wytex FC.Sups, Sand, Dirl etc.	22	35	770
634-W	119	Kemp. F.C.Sups, Dirl, H ₂ O	19	35	665
634-AT	124	SDA 200 (Kemp/DOP)	18	35	630
					\$ 2205
				Transport	1,648
				Total,	\$ 3853

E-7-76

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NAME: G.L.J. CO# - 5121
U.S. V. CHARLES GEORGE 16MARR88

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